

RECORDATION NO. 6880-A
DEC 29 1981 - 10 35 AM
INTERSTATE COMMERCE COMMISSION

SCHULER INDUSTRIES, INC.
3527 29th Street North
Birmingham, Alabama 35207
(205) 252-5010

December 17, 1981

1-363A017

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Recordations
Mildred Lee
Room 2307

No.

Date

DEC 29 1981

For

Washington, D.C.

DEC 29 10 23 AM '81

Re: Recordation of Assignment of Lease

Dear Sir:

Enclosed for recordation is an original executed Bill of Sale and Assignment, together with two certified true copies thereof, pursuant to which Birmingham Trust National Bank has assigned to Schuler Industries, Inc., the lease previously recorded with the Interstate Commerce Commission bearing recordation number 6880 and recordation date and hour January 29, 1973, 9:45 a.m. Also enclosed is a check for \$10.00 in payment of the recordation fee.

The names and addresses of the assignor and the assignee in the transaction are as follows:

Assignor:

Birmingham Trust National Bank
112-118 North 20th Street
Birmingham, Alabama 35288

Assignee:

Schuler Industries, Inc.
3527 29th Street North
Birmingham, Alabama 35207

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This letter is signed by an executive officer of one of the parties having knowledge of the matter set forth herein and the original document should be returned to Schuler Industries, Inc., 3527 29th Street North, Birmingham, Alabama 35207.

Very truly yours,

SCHULER INDUSTRIES, INC.

By Jerry D. Hart

Enclosures

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

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CERTIFICATE

I, a Notary Public in and for said County in said State, hereby certify that (i) I have compared the attached copy of Bill of Sale and Assignment with an original Bill of Sale and Assignment, from Birmingham Trust National Bank to Schuler Industries, Inc., dated as of November 30, 1981, selling, transferring and assigning the Equipment described in Exhibit A thereto, together with the lease recorded under recordation number 6880, and certain Exhibit B Documentation, and that (ii) the attached copy of Bill of Sale and Assignment is a true and correct copy in all respects of the aforesaid original Bill of Sale and Assignment.

Given under my hand and official seal of office
this 21st day of December, 1981.

Margaret A. Burg
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 9/29/82

BILL OF SALE AND ASSIGNMENT

For and in consideration of \$100 and other good and valuable consideration in hand paid to Birmingham Trust National Bank, a national banking association ("Seller"), by Schuler Industries, Inc., a corporation ("Purchaser"), the receipt whereof is hereby acknowledged, Seller does hereby sell, transfer and assign unto Purchaser all its right, title and interest in and to that certain railroad rolling stock (the "Equipment") which is described in Exhibit A hereto together all of its right, title and interest in, to and under that certain Equipment Lease dated as of January 2, 1973 (the "Lease"), filed and recorded under Recordation Number 6880 with the Interstate Commerce Commission, between Seller as lessor and Chicago, Milwaukee, St. Paul and Pacific Railroad Company as lessee, and in, to, and under all Exhibit B Documentation as defined in the Railcar Purchase Agreement, dated as of November 30, 1981, by and between the Seller and the Purchaser, subject however to (i) that certain Chattel Mortgage Trust Deed, Assignment of Rents and Security Agreement dated as of January 2, 1973 (the "Mortgage"), filed and recorded under Recordation Number 6879 with the Interstate Commerce Commission, by Seller to The

First Pennsylvania Banking and Trust Company, as trustee, (ii) the Lease, (iii) that certain agreement between Seller and NAC Leasing Corporation dated as of January 15, 1973 with respect to the remarketing and sale of the Equipment (the Remarketing Agreement), and (iv) the Exhibit B Documentation.

TO HAVE AND TO HOLD unto the Purchaser, its successors and assigns forever.

SELLER MAKES NO WARRANTY OR REPRESENTATION, EXPRESSED OR IMPLIED, AS TO THE TITLE, CONDITION, DESIGN, OPERATION, QUALITY, MERCHANTABILITY OR FITNESS FOR USE, OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXPRESSED OR IMPLIED, WITH RESPECT TO THE EQUIPMENT, except that Seller represents and warrants that it acquired good title to the Equipment from its vendor, that it has not conveyed its title thereto (except for the Exhibit B Documentation), that the Equipment is free and clear of all liens and encumbrances arising by, through or under Seller (except the Exhibit B Documentation and those which said lessee is required to discharge under the Lease). SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES TO PURCHASER HOWEVER ARISING.

Purchaser assumes all of the obligations and liabilities of Seller under the Exhibit B Documentation and with respect to the Equipment arising subsequent to the date hereof, subject to the indemnity provided in the aforesaid Railcar Purchase Agreement.

IN WITNESS WHEREOF Seller has caused this Bill of Sale and Assignment to be executed in and for its name as of this 30th day of November, 1981.

BIRMINGHAM TRUST NATIONAL BANK

By *C. Perry Keefe*
Its *Executive Vice President*

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that *C. Perry Keefe* whose name as *Executive Vice President* of Birmingham Trust National Bank, a national banking association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority executed the same voluntarily for and as the act of said association.

Given under my hand and official seal this 17th day of December, 1981.

Sam T. Stevens
Notary Public

[NOTARIAL SEAL]

My Commission Expires 8-30-82

CHICAGO MILWAUKEERECONSTRUCTED BOX CARSNumber
of CarsSerial Numbers

11	33070 to and including 33080
3	33082, 33083, 33085
3	33087 to and including 33089
6	33092 to and including 33097
4	33099, 33100, 33102, 33105
3	33108 to and including 33110
2	33112 to and including 33113
3	33116 to and including 33118
2	33120 to and including 33121
9	33123 to and including 33131
3	33133, 33135, 33141
2	33144 to and including 33145
3	33148 to and including 33150
1	33155
5	33157 to and including 33161
2	33163 to and including 33164
7	33166 to and including 33172
12	33174 to and including 33185
4	33188, 33193, 33195, 33196
4	33199 to and including 33202
1	33204
3	33207 to and including 33209
5	33212, 33215, 33216, 33219, 33220
1	33222
4	33227 to and including 33230
4	33232 to and including 33235
3	33237 to and including 33239
5	33243, 33244, 33246, 33247, 33249

(Reconstructed Box Cars)

<u>Number of Cars</u>	<u>Serial Numbers</u>
2	33250, 33253
4	33255 to and including 33258
2	33261, 33262
5	33264 to and including 33268
3	33270 to and including 33272
5	33275 to and including 33279
1	33281
4	33285 to and including 33288
2	33292 to and including 33293
6	33295 to and including 33300
2	33303 to and including 33304
5	33307 to and including 33311
4	33313 to and including 33316
5	33318 to and including 33322
4	33324 to and including 33327
3	33329 to and including 33331
1	33333
4	33336 to and including 33339
14	8302, 8305, 8306, 8308, 8309, 8310, 8314, 8316, 8320, 8321, 8323, 8326, 8327, 8329
10	33086, 33111, 33139, 33153, 33197, 33206, 33217, 33236, 33240, 33260

Total 201 remaining

RECONSTRUCTED LOG FLAT CARS

Number
of Cars

Serial Numbers

1	58800
11	58802 to and including 58812
2	58814 to and including 58815
10	58817 to and including 58826
3	58828 to and including 58830
4	58834 to and including 58837
5	58839, 58840, 58842, 58843, 58845
1	58846
24	58848 to and including 58871
4	58873 to and including 58876
2	58878 to and including 58879
18	58881 to and including 58898

85 remaining

RECONSTRUCTED COVERED HOPPER CARS

<u>Number of Cars</u>	<u>Serial Numbers</u>
4	96760 to and including 96763
6	96765 to and including 96770
2	96772 to and including 96773
6	96775 to and including 96780
2	96782 to and including 96783
6	96785 to and including 96790
4	96792, 96793, 96796, 96797
4	96799, 96800, 96802, 96803
4	96805 to and including 96808
18	96810 to and including 96827
33	96829 to and including 96861
3	96863 to and including 96865
13	96867 to and including 96879
1	96881
6	96883 to and including 96888
1	96890
16	96892 to and including 96907
1	96909
10	96911 to and including 96920
7	96922 to and including 96928
17	96930 to and including 96946
1	96948
3	96950 to and including 96952
19	96954 to and including 96972
4	96974 to and including 96977
11	96979 to and including 96989
7	96991 to and including 96997
1	96999
210 remaining	